

Andrew I. Silfen
Paul M. Fakler
Leah M. Eisenebrg
Arent Fox LLP
1675 Broadway
New York, New York 10019
Telephone: (212) 484-3900
Facsimile: (212) 484-3990

Hearing Date: December 3, 2013 at 8:30 a.m. (ET)
Objection Deadline: November 26, 2013 at 4:00 p.m. (ET)

-and-

Martin Cunniff (admitted *pro hac vice*)
Mark B. Joachim
Jackson D. Toof (admitted *pro hac vice*)
Arent Fox LLP
1717 K Street NW
Washington DC 20036
Telephone: (202) 857-6000
Facsimile: (202) 857-6395

*Counsel to the Official Committee of
Unsecured Creditors*

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**

) Chapter 11
In re:)
) Case No. 13-44106 (ESS)
CENGAGE LEARNING, INC, <i>et al.</i> , ¹) Case No. 13-44105 (ESS)
) Case No. 13-44107 (ESS)
) Case No. 13-44108 (ESS)
Debtors.)
) (Jointly Administered)
CENGAGE LEARNING, INC., CENGAGE)
LEARNING ACQUISITIONS, INC.,)
CENGAGE LEARNING HOLDINGS II, L.P., and)
CENGAGE LEARNING HOLDCO, INC.,)
)
Plaintiffs,) Adv. Proc. No. 13-01479 (ESS)
v.)
)

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer-identification number, include: Cengage Learning, Inc. (4491); Cengage Learning Acquisitions, Inc. (0935); Cengage Learning Holdings II, L.P. (5675); and Cengage Learning Holdco, Inc. (0831). The Debtors' service address at their corporate headquarters is 200 First Stamford Place, 4th Floor, Stamford, Connecticut 06902.

JPMORGAN CHASE BANK, N.A., solely in its)
 capacity as successor administrative agent and)
 collateral agent under that certain credit agreement)
 dated July 5, 2007, and as amended;)
)
 THE BANK OF NEW YORK MELLON, solely in its)
 capacity as trustee and collateral agent under that)
 certain indenture dated April 10, 2012; and)
)
 CSC TRUST COMPANY OF DELAWARE, solely in)
 its capacity as successor trustee and collateral agent)
 under that certain indenture dated as of July 5, 2012,)
)
)
 Defendants.)

**NOTICE OF HEARING TO CONSIDER THE MOTION OF THE
 OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR AN ORDER
 (I) PERMITTING THE COMMITTEE TO INTERVENE IN THE DISPUTED
 COPYRIGHTS PROCEEDING AND (II) GRANTING THE COMMITTEE STANDING
 TO COMMENCE, PROSECUTE, AND LITIGATE ADDITIONAL CLAIMS AND
 CAUSES OF ACTION ON BEHALF OF THE DEBTORS AND THE DEBTORS’
 ESTATES RELATING TO ALL REGISTERED COPYRIGHTS INCLUDING
ASSERTING THE INVALIDITY OF LIENS HELD BY THE SECURED PARTIES**

PLEASE TAKE NOTICE that upon the annexed motion (the “Motion”), the Official Committee of Unsecured Creditors (the “Committee”) of Cengage Learning, Inc. (“Cengage”) and its debtor affiliates (collectively, the “Debtors”) appointed pursuant to section 1102 of Title 11 of the United States Code (the “Bankruptcy Code”) in the above-captioned jointly administered Chapter 11 cases (the “Chapter 11 Cases”), by and through its undersigned counsel, will move this Court before the Honorable Elizabeth S. Stong, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Eastern District of New York located at 271 Cadman Plaza East, Courtroom 3585, Brooklyn, New York, 11201 on the **3rd day of December, 2013 at 8:30 a.m. (ET)**, or as soon thereafter as counsel can be heard (the “Hearing”), for entry of an order (i) permitting the Committee to intervene in the Disputed

Copyright Proceeding² and (ii) granting the Committee standing to commence, prosecute, and litigate additional claims and causes of action on behalf of the Debtors and the Debtors' estates relating to all registered copyrights including asserting the invalidity of liens held by the Secured Parties (the "Authority Motion").

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Authority Motion shall be in writing, filed with the Clerk of the Bankruptcy Court, served in accordance with the Order Establishing Certain Notice, Case Management and Administrative Procedures (the "Case Management Order") [Docket No. 282] and received by undersigned counsel for the Committee by no later than the **26th day of November, 2013 at 4:00 p.m. (EDT)** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that if no responses or objections are received by the Objection Deadline, the Authority Motion may be granted.

PLEASE TAKE FURTHER NOTICE that the Hearing may be continued or adjourned from time to time without further notice other than an announcement of the adjourned date or dates at the Hearing or at a later Hearing.

Dated: New York, New York
November 11, 2013

By: /s/ Andrew I. Silfen
Andrew I. Silfen
Paul M. Fakler
Leah M. Eisenberg
ARENT FOX LLP
1675 Broadway
New York, NY 10019
Telephone: (212) 484-3900
Facsimile: (212) 484-3990

-and-

² Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to such terms in the Authority Motion.

Martin Cunniff (*admitted pro hac vice*)
Mark Joachim
Jackson Toof (*admitted pro hac vice*)
ARENT FOX LLP
1717 K Street NW
Washington DC 20036
Telephone: (202) 857-6000
Facsimile: (202) 857-6395

*Counsel to the Official Committee of
Unsecured Creditors*